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Attorneys for the Canepa Group

UNITED STATE BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:)	Case No. BK-S-06-10725-LBR
)	Case No. BK-S-06-10726-LBR
USA COMMERCIAL MORTGAGE COMPANY,)	Case No. BK-S-06-10727-LBR
)	Case No. BK-S-06-10728-LBR
Debtor.)	Case No. BK-S-06-10729-LBR

In re:)	Chapter 11
USA CAPITAL REALTY ADVISORS, LLC,)	

Jointly Administered Under
Case No. BK-S-06-10725-LBR

In re:)
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,)
)
Debtor.)

In re:)
USA CAPITAL FIRST TRUST DEED FUND, LLC,)
)
Debtor.)

In re:)
USA SECURITIES, LLC,)
)
Debtor.)

Affects:)
<input checked="" type="checkbox"/> All Debtors)
<input type="checkbox"/> USA Commercial Mortgage Company)
<input type="checkbox"/> USA Securities, LLC)
<input type="checkbox"/> USA Capital Realty Advisors, LLC)
<input type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC)
<input type="checkbox"/> USA First Trust Deed Fund, LLC)

Date: N/A
 Time: N/A

FIRST AMENDMENT TO
STATEMENT OF LIONEL SAWYER & COLLINS
PURSUANT TO FED.R.BANKR.P. 2019
(AFFECTS ALL DEBTORS)

1 Laurel E. Davis, makes the following statements:

2 1. I am an attorney licensed to practice law in the State of Nevada, and I am a
3 shareholder of the law firm of Lionel Sawyer & Collins. I have personal knowledge of the facts
4 recited herein, and I am competent to testify regarding them if called as a witness in this matter.

5 2. On June 9, 2006, Lionel Sawyer & Collins filed its Statement pursuant to
6 Fed.R.Bankr.P. 2019 [Docket 555], with respect to the Firm's representation of Scott K. Canepa;
7 Shawntelle Davis-Canepa; Scott K. Canepa Defined Benefit Pension Plan; Evelyn G. Canepa Trust,
8 Evelyn G. Canepa and Scott Krusee Canepa Trustees; Gary T. and Lori R. Canepa, Trustees of the
9 G. & L. Trust dated 11/25/91; Louis John Canepa Trustee of the Louis John Canepa Revocable Trust
10 dated 6/18/98; and Michael Wagon, who are collectively referred to as "the Canepa Group."

11 3. This First Amendment is required to add Louis John Canepa IRA as a separate client
12 of Lionel Sawyer & Collins, and to restate and separately identify the Direct Loans and Direct
13 Investment of Louis John Canepa IRA as distinguished from those of Louis John Canepa Trustee
14 of the Revocable Trust dated 6/18/98. Consequently, this First Amendment shall supersede the
15 initial Fed.R.Bankr.P. 2019 Statement with respect to these two clients.

16 4. **Louis John Canepa, IRA ("Louis Canepa IRA")**, c/o Canepa, Riedy & Rubino,
17 851 S. Rampart Boulevard, #160, Las Vegas, Nevada 89145, regarding the following three matters:

18 (a) On or about October 29, 2003, Louis Canepa IRA made a Direct Loan to
19 Brookmere in the amount of \$9,344, which loan is evidenced by a promissory note and secured by
20 a deed of trust. This loan is presently serviced by USACM pursuant to a LSA and Power of
21 Attorney.

22 (b) On or about November 3, 2003, Louis Canepa IRA made a Direct Loan to
23 Opaque Land Development, LLC in the amount of \$33,068, which loan is evidenced by a promissory
24 note and secured by a deed of trust. This loan is presently serviced by USACM pursuant to a LSA
25 and Power of Attorney.

26 (c) On February 23, 2005, Louis Canepa IRA purchased a Direct Investment in
27 the First Trust Deed Fund, LLC. in the amount of \$30,000.

28

5. **Louis John Canepa Trustee of the Louis John Canepa Revocable Trust dated 6/18/98 ("Louis Canepa Trust")**, c/o Canepa, Riedy & Rubino, 851 S. Rampart Boulevard, #160, Las Vegas, Nevada 89145, regarding the following two matters:

(a) On November 10, 2003, Louis Canepa Trust made a Direct Loan to Opaque Land Development, LLC in the amount of \$100,000, which loan is evidenced by a promissory note and secured by a deed of trust. This loan is presently serviced by USACM pursuant to a LSA and Power of Attorney.

(b) On or about November 22, 2004, Louis Canepa Trust made a Direct Loan to Placer County Land Speculators, LLC in the amount of \$50,000, which loan is evidenced by a promissory note and secured by a deed of trust. This loan is presently serviced by USACM pursuant to a LSA and Power of Attorney.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: July 20, 2006.

/s/ Laurel E. Davis

Laurel E. Davis